

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

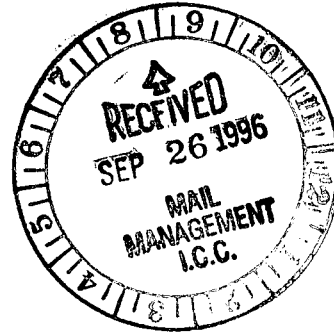
FAX 415/398-4816

### VIA AIR COURIER

September 25, 1996

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

20320-A  
RECORDATION NO. \_\_\_\_\_ FILED 1425  
OCT 2 1996 9 42 AM



Dear Mr. Williams:

Enclosed are two (2) originals of Amendment No. 1 dated April 1, 1995 to the Agreement dated as of August 26, 1994 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Southern Illinois Railcar Co.  
One Mark Twain Plaza, Suite 225  
Edwardville, IL 62025-1959

The equipment involved in this transaction is as follows:

Equipment: Forty-nine (49) covered hopper railcars (See Annex A.1. attached for reporting mark & numbers.)

Please file this agreement as a supplementary document to the Memorandum of the Lease of Railroad Equipment attached and also submitted for filing. A check for the filing fee of \$21.00 is enclosed.

Sincerely,

Chris Dilley  
Administrative Assistant

/cpd  
Enclosures (2)

20320-A  
OCT 24 1995 10:01AM

STB ORIGINAL

AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (the "Amendment") to the Lease of Railroad Equipment dated August 26, 1994 ("Lease") between HELM FINANCIAL CORPORATION ("Lessor") and SOUTHERN ILLINOIS RAILCAR CO. ("Lessee") is made as of April 1, 1995 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which forty-nine (49) covered hopper railcars designated as Group A Units and Group B Units and more fully described in Annex A to the Lease were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to add the thirty-three (33), 4000 cubic foot, covered hopper railcars, which are in Lessee's possession and were subject to the Railcar Lease Agreement dated as of March 6, 1995 between the parties, to the Group A Units ("Additional Group A Unit(s)") of the Lease and extend the term of the Lease.
- C. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Effective retroactive to April 1, 1995, Lessee hereby accepts the Additional Group A Units under the Lease, which are in good order, condition and repair, and Lessee confirms that the Additional Group A Units are subject in all respects to the terms, provisions, requirements and standards of the Lease.
- 4. [Intentionally Left Blank]

**STB ORIGINAL**

5. Retroactive to April 1, 1995, Annex A to the Lease shall be replaced by Annex A.1. attached hereto, and wherever Annex A appears in the Lease it shall be deemed to refer to Annex A.1.
6. Annex C to the Lease shall be replaced by Annex C.1. attached hereto, and wherever Annex C appears in the Lease it shall be deemed to refer to Annex C.1.
7. **"Group A Units"** as used in the Lease shall mean to include each Additional Group A Unit.
8. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
9. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee each pursuant to due authority have caused this Amendment No. 1 dated as of April 1, 1995 to be signed in their respective corporate names on the dates indicated below their signatures.

LESSOR

HELM FINANCIAL CORPORATION


By:  \_\_\_\_\_

Title: \_\_\_\_\_ President \_\_\_\_\_

Date: August 28, 1996

LESSEE

SOUTHERN ILLINOIS RAILCAR, CO.

By:  \_\_\_\_\_

Title: VICE PRESIDENT

Date: 8/23/96

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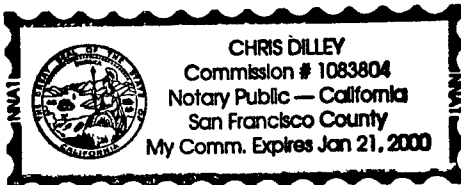
STATE OF CALIFORNIA       )  
                                      ) S.S.  
COUNTY OF SAN FRANCISCO)

On August 28, 1996, before me, Chris Dille, personally  
appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.



Chris Dille  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF ILLINOIS       )  
                                      ) S.S.  
COUNTY OF MADISON       )

On August 23rd, 1996, before me, Janice A. Tweedy, personally  
appeared Gary J. Goodman, Vice President of **SOUTHERN ILLINOIS  
RAILCAR CO.**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.



Janice A. Tweedy  
SIGNATURE OF THE NOTARY

[Notarial Seal]

ANNEX A.1.

To the Lease of Railroad Equipment dated as of August 26, 1994, as amended, between Helm Financial Corporation and Southern Illinois Railcar Co.

1. Group A Units:

Equipment Description:

Sixteen (16), 100 ton, roller bearing, 4000 cubic foot, triple pocket covered hopper railcars equipped with trough hatches and gravity outlet gates.

Unit Number

SIRX 4036	SIRX 4051
SIRX 4037	SIRX 4053
SIRX 4040	SIRX 4054
SIRX 4041	SIRX 4056
SIRX 4044	SIRX 40381
SIRX 4045	SIRX 40391
SIRX 4047	SIRX 40481
SIRX 4049	SIRX 40501

2. Additional Group A Units:

Equipment Description:

Thirty-three (33), 100-ton, 4000 cubic foot, roller bearing, triple pocket covered hopper railcars equipped with trough hatches and gravity outlet gates; manufactured by Pullman Standard in 1973.

Unit Numbers:

SIRX 4002	SIRX 4012	SIRX 4023	SIRX 40011
SIRX 4003	SIRX 4013	SIRX 4024	SIRX 40041
SIRX 4005	SIRX 4015	SIRX 4025	SIRX 40141
SIRX 4006	SIRX 4016	SIRX 4026	SIRX 40221
SIRX 4007	SIRX 4017	SIRX 4029	SIRX 40301
SIRX 4008	SIRX 4018	SIRX 4031	SIRX 40321
SIRX 4009	SIRX 4019	SIRX 4033	
SIRX 4010	SIRX 4020	SIRX 4034	
SIRX 4011	SIRX 4021	SIRX 4035	

ANNEX A.1. - Continued

3. Group B Units:

Equipment Description:

Thirty-three (33), 100 ton, roller bearing, 4750 cubic foot, triple pocket covered hopper railcars equipped with trough hatches and gravity outlet gates.

Unit Number

SIRX 5200	SIRX 5250
SIRX 5257	SIRX 5263
SIRX 5270	SIRX 5274
SIRX 5277	SIRX 5295
SIRX 5302	SIRX 5304
SIRX 5307	SIRX 5311
SIRX 5321	SIRX 5334
SIRX 5342	SIRX 5350
SIRX 5395	SIRX 5400
SIRX 5406	SIRX 5417
SIRX 5422	SIRX 5450
SIRX 5456	SIRX 5461
SIRX 5470	SIRX 5478
SIRX 5484	SIRX 5507
SIRX 5517	SIRX 5538
SIRX 5548	SIRX 53471
	SIRX 54321